

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

NOTICE OF DEBTORS' 197TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

PLEASE TAKE NOTICE that on January 27, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the "**Debtors**"), filed their 197th omnibus objection to disallow certain claims¹ (the "**197th Omnibus Objection to Claims**"), and that a hearing (the "**Hearing**") to consider the 197th

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 197th Omnibus Objection to Claims.

Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 197TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 197th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 197th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 197th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 27, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

DEBTORS' 197TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

**THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and
its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully
represent:

Relief Requested

1. The Debtors file this 197th omnibus objection (the “**197th Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the claims listed on **Exhibit “A,”** annexed hereto, under the heading “*Claims to be Disallowed*” (collectively, the “**Claims for Preferred Stock**”), and reclassifying the Claims for Preferred Stock as equity interests.¹

2. The Claims for Preferred Stock assert claims on account of “preferred stock” issued by the Debtors. However, the Debtors have not issued any preferred stock, and after careful review, the Debtors have determined that none of the Claims for Preferred Stock provide any detail or support for the issuance of preferred stock by the Debtors, or provide any other detail that would allow the Debtors to conclude that the holders of Claims for Preferred Stock intended to assert a claim on account of a debt security issued by the Debtors.

3. In other instances not represented by the Claims for Preferred Stock on Exhibit “A,” where a claim was submitted on account of preferred stock, the Debtors were able to determine through an examination of the proofs of claim that the claimants intended to assert a claim on account of those certain bonds issued by the Debtors under one of two senior indentures, dated November 15, 1990 and December 7, 1995, respectively, with respect to which

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Wilmington Trust Company currently serves as indenture trustee (collectively, the “**WTC Debt Claims**”).²

4. Here, however, the Debtors are unable to link the Claims for Preferred Stock with any debt security issued by the Debtors, and as such, are left to conclude that the holders of Claims for Preferred Stock are asserting claims for equity interest that were issued by the Debtors. Accordingly, the Claims for Preferred Stock should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests. To the extent the Claims for Preferred Stock represent current holders of public debt securities, disallowance of such claims will not impair the rights of such claimant to receive distributions under the Debtors’ proposed chapter 11 plan.

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

6. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9,

² The Debtors have objected to the WTC Debt Claims, but only on the basis that such claims, which were submitted by individual bondholders, are duplicative of the global proofs of claim nos. 65793 and 65729 filed by Wilmington Trust Company, which have been allowed under a stipulation approved and entered by the Court on August 9, 2010 (ECF No. 6595). The Debtors’ objection to the WTC Debt Claims will not affect the right of a holder of a WTC Debt Claim from receiving distributions as a beneficial bondholder under the claims filed by the indenture trustee of the Debtors’ public debentures.

³ The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)⁴ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

7. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

8. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc’ns Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

9. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16).

⁴ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Preferred Stock assert only equity interests. As such, the Claims for Preferred Stock should be disallowed and reclassified as equity interests. The reclassification of the Claims for Preferred Stock to equity interests will preserve any entitlement the holders of Claims for Preferred Stock have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

10. The Debtors reserve the right to object to any of the Claims for Preferred Stock that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Preferred Stock that are reclassified as equity interests.

Notice

11. Notice of this 197th Omnibus Objection to Claims has been provided in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011

(ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

12. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 27, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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CLAIMS TO BE DISALLOWED AND EXPUNGED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
AASI CUST OF IRA FBO WARREN CORNELIUS J JR 203 SADDLEBROOK DR KRUM, TX 76249	3624	Motors Liquidation Company	\$17,500.00	Preferred Stock Claim	Pgs. 1-5
AASI CUST OF IRA FBO RONALD P HAYES SR 38592 HARRISON CREEK COURT HARRISON TOWNSHIP, MI 48045	3935	Motors Liquidation Company	\$17,156.25	Preferred Stock Claim	Pgs. 1-5
ABRAHAM I N LEVINE RUTH LEVINE JT TEN 14 HANOVER DRIVE MANALAPAN, NJ 07726	11050	Motors Liquidation Company	\$5,273.00	Preferred Stock Claim	Pgs. 1-5
ALAN H LEVINE R/O (IRA) FCC AS CUSTODIAN 92 WEDGEWOOD DRIVE WILLIAMSVILLE, NY 14221	6148	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
ANASTASIA MANOS 453 ELTINGVILLE BLVD STATEN ISLAND, NY 10312	61756	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
ANCHOR INC 645 WALNUT ST CINCINNATI, OH 45202	4165	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
ANDREW KESSLER 8972 PEBBLE BEACH CIRCLE WESTMINSTER, CA 92683	9160	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
ANN WRENN 810 BYRD ST LYNCHBURG, VA 24504	20516	Motors Liquidation Company	\$6,250.00	Preferred Stock Claim	Pgs. 1-5
ANNA CANGIALOSI 24 ESSEX CT SCHAUMBURG, IL 60194	9196	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

ANNELIES NABER BERGHOFRING 6 74538 ROSENGARTEN, GERMANY GERMANY	23529	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
ANNETTE R CORVINO IRA 3656 FLORA VISTA LOOP ROUND ROCK, TX 78681	67873	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
ANNETTE R. CORVINO CGM IRA CUSTODIAN 3656 FLORA VISTA LOOP ROUND ROCK, TX 78681	67875	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
ANTOINETTE SPALLINA C/O MORGANSTANLEY SMITH BARNEY 350 EAST LAS OLAS BLVD FORT LAUDERDALE, FL 33301	44653	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
ANTONIO CASTIGLIA IM WINKEL 21 58509 LUDENSCHIED GERMANY GERMANY	23534	Motors Liquidation Company	\$1,400.30	Preferred Stock Claim	Pgs. 1-5
ARTHUR L JENKINS JR. 325 DEKALB STREET P.O. BOX 710 NORRISTOWN, PA 19404	26600	Motors Liquidation Company	\$761.00	Preferred Stock Claim	Pgs. 1-5
ARTHUR STEINBERG CUST GAVRIEL KLATZKO UTMA NJ 201 JAMES ST LAKEWOOD, NJ 08701	5104	Motors Liquidation Company	\$30,000.00	Preferred Stock Claim	Pgs. 1-5
ARVID M. ERICKSON CGM IRA CUSTODIAN 2956 CROSS COUNTRY GERMANTOWN, TN 38138	12866	Motors Liquidation Company	\$7,987.10	Preferred Stock Claim	Pgs. 1-5
BARBARA ENOCH 3857 S LAKE DR TAMPA, FL 33614	9282	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
BARBARA J TAYLOR IRA 1508 NORTH WIND ROAD LOUISVILLE, KY 40207	10482	Motors Liquidation Company	\$1,102.50	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO BE DISALLOWED AND EXPUNGED

BARBARA J. TAYLOR,IRA 1508 NORTH WIND ROAD LOUISVILLE, KY 40207	9183	Motors Liquidation Company	\$1,102.50	Preferred Stock Claim	Pgs. 1-5
BEATRIZ VILCASMIL AV 11 CON CALLE 74 RES MACOITA # 12B MARACAIBO - VENEZUELA VENEZUELA	12273	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
BEN ETKIN MARITAL TRUST 100 N. POND DR. STE. F WALLED LAKE, MI 48390 UNITED STATES OF AMERICA	19432	Motors Liquidation Company	\$200,000.00	Preferred Stock Claim	Pgs. 1-5
BEN ETKIN MARITAL TRUST 100 N POND DR STE F WALLED LAKE, MI 48390	30728	Motors Liquidation Company	\$200,000.00	Preferred Stock Claim	Pgs. 1-5
BERNARD MICHAEL DESCAMP 620 N TOMAHAWK ISLAND DR PORTLAND, OR 97217	6261	Motors Liquidation Company	\$783.25	Preferred Stock Claim	Pgs. 1-5
BETSY PETERSON 39 WOODCREST BLVD STROUDSBURG, PA 18360 UNITED STATES OF AMERICA	22082	Motors Liquidation Company	\$15,625.00	Preferred Stock Claim	Pgs. 1-5
BETTE ROSEBUSH 420 E SHAFER AVE DOVER, OH 44622	28029	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
BILL & MARY SNYDER 286 MARKET ST BOX 296 ANDREWS, IN 46702	13294	Motors Liquidation Company	\$14,750.00	Preferred Stock Claim	Pgs. 1-5
BILLY A COLEY CHARLES SCHWAB & CO INC CUST IRA ROLLOVER PO BOX 586 PELL CITY, AL 35125	1787	Motors Liquidation Company	\$2,500.00	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO BE DISALLOWED AND EXPUNGED

BORENSTEIN FAMILY LIMITED PTNSHP 112 N CURRY ST CARSON CITY, NV 89703	67867	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
C JAMES AND DIANA UHRICK 807 W VAN CLEVE ST HARTFORD CITY, IN 47348	7615	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
CARL HAMM 200 SMITH RD RED LION, PA 17356	19132	Motors Liquidation Company	\$2,500.00	Preferred Stock Claim	Pgs. 1-5
CARLENE RULEY & ROXANNE MOORE JT WROS 13326 GRAND HAVEN DR STERLING HEIGHTS, MI 48312	12283	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
CAROL LOMERGAN-FARRELL & MARK FARRELL 117 GRANVILLE CT NAPLES, FL 34104	3617	Motors Liquidation Company	\$2,934.90	Preferred Stock Claim	Pgs. 1-5
CAROL M. SATTICH_IRA 1212 HOGARTH DRIVE LOUISVILLE, KY 40222	15593	Motors Liquidation Company	\$735.00	Preferred Stock Claim	Pgs. 1-5
CAROLINE LUUSUA 700 SHERMAN OAKS DR APT 7114 LUDINGTON, MI 49431	8123	Motors Liquidation Company	\$10,850.00	Preferred Stock Claim	Pgs. 1-5
CAROLYN MOSS 10533 STRATHMORE DR LOS ANGELES, CA 90024	6262	Motors Liquidation Company	\$30,000.00	Preferred Stock Claim	Pgs. 1-5
CECILIA L CURRY TTEE CECILIA L CURRY TRUST U/A/D 10/06/93 3413 EDGEWATER DRIVE SEBRING, FL 33872	12967	Motors Liquidation Company	\$26,000.00	Preferred Stock Claim	Pgs. 1-5
CHARLES A KIRITSY 1121 RT 12 SOUTH NH FITZWILLIAM, NH 03447	10094	Motors Liquidation Company	\$5,030.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

CHARLES ANDERSON CGM SEP IRA CUSTODIAN 4139 NW 18TH AVENUE OAKLAND, CA 33309	67871	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
CHARLES ANDERSON 4139 NW 18TH AVE OAKLAND PARK, FL 33309	67874	Motors Liquidation Company	\$9,375.00	Preferred Stock Claim	Pgs. 1-5
CHARLES FAUST 1406 N MADDOX MUNCIE, IN 47304	17189	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
CHARLOTTE G WHIDDEN TOD DOLORES A WHIDDEN 1108 BRADENTON RD DAYTONA BEACH, FL 32114	20959	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
CLAIRE MOONEY CGM IRA CUSTODIAN 11608 SW 70TH CT OCALA, FL 34476	12640	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
CLARENCE & HELEN ROBINSON 8187 N I RD COPEMISH, MI 49625	69802	Motors Liquidation Company	\$8,965.10	Preferred Stock Claim	Pgs. 1-5
CLYDE & CLAIRENE STRILER 4136 W COLDWATER RD FLINT, MI 48504	4854	Motors Liquidation Company	\$12,500.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
CLYDE & CLAIRENE STRILER TTEE'S CLYDE & CLAIRENE STRILER REV LIV TRUST UAD 8/07/02 4136 W. COLDWATER RD. FLINT, MI 48504	4855	Motors Liquidation Company	\$12,500.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
COSTA E ANDROULAKIS 9608 W SHIPROCK DR SUN CITY, AZ 85351	45053	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
CYNTHIA M DREW, PAUL DREW CYNTHIA M DREW PO BOX 301 NORTH, SC 29112	4880	Motors Liquidation Company	\$17,455.58	Preferred Stock Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO BE DISALLOWED AND EXPUNGED

DANIEL E & CAMILLE B SULLIVAN 919 SHORT ST NEW ORLEANS, LA 70118	3902	Motors Liquidation Company	\$1,870.00	Preferred Stock Claim	Pgs. 1-5
DANIEL L MARTINELLI CHARLES SCHWAB & CO INC CUST IRA ROLLOVER 1113 RAMBLEWOOD WAY SAN MATEO, CA 94403	10849	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
DARWIN O DURR IRA 8142 PUDDING CREEK DR SE SALEM, OR 97317	8699	Motors Liquidation Company	\$88,947.63	Preferred Stock Claim	Pgs. 1-5
DAVID ELMER DEFER & PATRICIA MARIE DEFER JTWROS 6200 MARKEL RD MARINE CITY, MI 48039	5982	Motors Liquidation Company	\$10,104.06	Preferred Stock Claim	Pgs. 1-5
DAVID L MEYER 451 COOLSPRINGS COVE WOODSTOCK, GA 30188	36970	Motors Liquidation Company	\$3,125.00	Preferred Stock Claim	Pgs. 1-5
DAVIDS CEMETERY ASSOCIATION RETIREMENT TRUST FBO ERIC WATNE 324 BRYDON ROAD KETTERING, OH 45419	7971	Motors Liquidation Company	\$4,000.00	Preferred Stock Claim	Pgs. 1-5
DELFIN CORDERO JR 3624 AVENUE T BROOKLYN, NY 11234	6592	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
DON N FOSCO & BARBARA A FOSCO 128 S CLINTON PITTSFIELD, IL 62336	7982	Motors Liquidation Company	\$35,000.00	Preferred Stock Claim	Pgs. 1-5
DON ROBERT SCHOCH 217 WOODCLEFT LOUISVILLE, KY 40222	12838	Motors Liquidation Company	\$465.00	Preferred Stock Claim	Pgs. 1-5
DONALD A BENGEL IRA DONALD A BENGEL 917 SAILORS COVE FT WAYNE, IN 46845	7280	Motors Liquidation Company	\$24,321.00	Preferred Stock Claim	Pgs. 1-5

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(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED AND EXPUNGED

DONALD C HASSIGAN TTEE DONALD C HASSIGAN TRUST U/A DTD 10/26/2001 90 SUMMERWINDS LN OLDSMAR, FL 34677	29022	Motors Liquidation Company	\$4,050.00	Preferred Stock Claim	Pgs. 1-5
DONALD E BLAIR 407 WISSEMAN AVE MILFORD, DE 19963	11245	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
DONALD F BARROWS AND MARY C BARROWS JTWROS 10351 SOUTH HIGH MEADOWS COURT TRAVERSE CITY, MI 49684	11400	Motors Liquidation Company	\$6,950.14	Preferred Stock Claim	Pgs. 1-5
EVELYN J LIZZI TTEE U/A/D 1 6 96 EVELYN J LIZZI LIVING TRUST 13300 CAMBRIDGE COURT PLYMOUTH, MI 48170	6386	Motors Liquidation Company	\$100,000.00	Preferred Stock Claim	Pgs. 1-5
GLENN K LUKAS 392 BELLEVUE AVE LAKE ORION, MI 48362	30928	Motors Liquidation Company	\$31,708.00	Preferred Stock Claim	Pgs. 1-5
GORDON L CRAIG AND CORNELIA J CRAIG CO-TTEES FBO THE G & C CRAIG LIV TRUST U/A/D 01/22/98 10552 HICKORY KNOLL BRIGHTON, MI 48114	10646	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
HILDA GORDON 14180 B NESTING WAY DELRAY BEACH, FL 33484	9996	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
KENNETH RUSH & GAYE COWAN JT TEN 1482 NOTTINGHAM NW WARREN, OH 44485	6384	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
LISA L WIGHTMAN 38W090 HERITAGE OAKS DR ST CHARLES, IL 60175	14726	Motors Liquidation Company	\$30,000.00	Preferred Stock Claim	Pgs. 1-5
LOUIS F MEIER IV 22525 LAVON ST CLAIR SHORES, MI 48081	29007	Motors Liquidation Company	\$157,113.73	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

LOUIS J CROCKETT & REGINA CROCKETT CO TTEES CROCKETT REV TR U/A 12-13-90 2643 KEY LARGO LN FT LAUDERDALE, FL 33312	44657	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
LYNN H CROSBY TTEE FBO LYNN H. CROSBY REV. TR. U/A/D 05-02-2000 6031 HARWOOD AVE. OAKLAND, CA 94618	9703	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
MARGARET A EMANS TOD ROBERT J EMANS & RONALD P EMANS 1664 ARCHWOOD LN TOLEDO, OH 43614	30653	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
MARGARET NICASTRI 128 CAPTIVA COVE STUART, FL 24994	6394	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
MARIE A HOPKINS TRUSTEE MARIE A HOPKINS 3325 N 143RD CIRCLE OMAHA, NE 68164	6370	Motors Liquidation Company	\$30,000.00	Preferred Stock Claim	Pgs. 1-5
MR ANTHONY TANICO TTEE ANTHONY TANICO REV TR FBO ANTHONY TANICO DTD 03/08/01 1370 S OCEAN BLVD APT 901 POMPANO BEACH, FL 33062	68937	Motors Liquidation Company	\$17,500.00	Preferred Stock Claim	Pgs. 1-5
MR JOHN MONTALBETTI CGM IRA CUSTODIAN DTD 08/12/81 7230 NW 8TH CT MARGATE, FL 33063	44656	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
MS JAYNE C BYAL TTEE FBO JAYNE C BYAL TRUST U/A/D 07/09/04 2913 PORT ROYALE LANE FT LAUDERDALE, FL 33308	33515	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
PETE MILLER 4600 ST GEORGE CT FLOYD KNOBS, IN 47119	10074	Motors Liquidation Company	\$11,000.44	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

ROBERT W & CAROL A JAFFRAY CO TRUSTEES U/A/D 10/28/04 JAFFRAY FAMILY TRUST 12741 SE 90TH CT RD SUMMERFIELD, FL 34491	9152	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
RONALD E & JEAN E HAYNES TTEES FBO RONALD E HAYNES & JEAN E HAYNES TRUST UAD 11/20/97 102 WINTERGREEN WAY BEECH MOUNTAIN, NC 28604	2066	Motors Liquidation Company	\$12,500.00	Preferred Stock Claim	Pgs. 1-5
SAUNDRA PASKOWITZ TOD REGISTRATION 20 CHICHESTER ROAD MONROE TOWNSHIP, NJ 08831	4485	Motors Liquidation Company	\$12,500.00	Preferred Stock Claim	Pgs. 1-5
SELMA ABRAMSON REGENCY TOWER 1003 EASTON RD APT 719-C WILLOW GROVE, PA 19090	3877	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
SHIRLEY FIELDS 6117 PETALUNA DR BOCA RATON, FL 33433 UNITED STATES OF AMERICA	5315	Motors Liquidation Company	\$15,000.00	Preferred Stock Claim	Pgs. 1-5
SIGFRIED GAYAN 506 WESLEYAN DR MACON, GA 31210	8017	Motors Liquidation Company	\$7,800.00	Preferred Stock Claim	Pgs. 1-5
SIGMUND ABRAHAM 1344 PLUMBAGO ST CAMARILLO, CA 93010	5491	Motors Liquidation Company	\$15,002.00	Preferred Stock Claim	Pgs. 1-5
ST. MARY CHURCH MAUSOLEUM ATTN: TERRANCE M. LAWLER 830 FIFTH AVENUE ALPHA, NJ 08865	2029	Motors Liquidation Company	\$20,000.00	Preferred Stock Claim	Pgs. 1-5
STEVEN P BENNETT 4491 E COUNTY LINE RD N MUNCIE, IN 47302	6845	Motors Liquidation Company	\$13,750.00	Preferred Stock Claim	Pgs. 1-5
SUSAN R. KLEIN TOD DTD 06/08/2008 176 ARDMORE AVE STATEN ISLAND, NY 10314	6496	Motors Liquidation Company	\$385.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

THELMA OWEN C/O ZU GAYE BRONSON 1737 CORAL ROCK COURT IRVING, TX 75060 UNITED STATES OF AMERICA	36985	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5
THOMAS A JOHNSTON & BETTY J JOHNSTON JT TEN 7155 S CANTON TULSA, OK 74136	30656	Motors Liquidation Company	\$50,000.00	Preferred Stock Claim	Pgs. 1-5
THOMAS B AZER 11 PINION PINE LANE QUEENSBURY, NY 12804	4987	Motors Liquidation Company	\$0.00 Unliquidated	Preferred Stock Claim	Pgs. 1-5
VERNA MAE DURR IRA 8142 PUDDING CREEK DR SE SALEM, OR 97317	8698	Motors Liquidation Company	\$73,191.63	Preferred Stock Claim	Pgs. 1-5
VICTOR MULLAN CGM SEP IRA CUSTODIAN U/P/O THE MULLAN R. COMPANY 15201 WHEELER LANE SPARKS, MD 21152	5976	Motors Liquidation Company	\$9,592.00	Preferred Stock Claim	Pgs. 1-5
VIOLET RUSH 1482 NOTTINGHAM ST NW WARREN, OH 44485	7826	Motors Liquidation Company	\$25,000.00	Preferred Stock Claim	Pgs. 1-5
WALLACE HOPKINS 11605 MIRACLE HILLS DR STE 300 OMAHA, NE 68154	6371	Motors Liquidation Company	\$5,000.00	Preferred Stock Claim	Pgs. 1-5
WALTER A DUNCAN AND AGNES M DUNCAN JTWROS TOD: MULTIPLE BENEFICIARIES SUBJECT TO STA TOD RULES 10000 W 20TH LITTLE ROCK, AR 72205	4776	Motors Liquidation Company	\$8,884.00	Preferred Stock Claim	Pgs. 1-5
WELLS FARGO BANK ROTH C/F WINSTON LAI 4835 W MONTE VERDE CT VISALIA, CA 93277	4308	Motors Liquidation Company	\$10,000.00	Preferred Stock Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED AND EXPUNGED

WILLIAM GEIGER 123 E GREENHILL TERRACE PL THE WOODLANDS, TX 77382	4669	Motors Liquidation Company	\$20,100.00	Preferred Stock Claim	Pgs. 1-5
WILLIAM M ROGERS 3838 E 32 ST DES MOINES, IA 50317	2703	Motors Liquidation Company	\$8,059.40	Preferred Stock Claim	Pgs. 1-5
WILLIAM PETER MILLER II (TRUST) WILLIAM PETER MILLER II 4600 SAINT GEORGES CT FLOYDS KNOBS, IN 47119	10073	Motors Liquidation Company	\$5,208.00	Preferred Stock Claim	Pgs. 1-5
YIPING MA 64 14 218 ST BAYSIDE, NY 11364	1960	Motors Liquidation Company	\$1,040.00	Preferred Stock Claim	Pgs. 1-5

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11 Case No.**
: **09-50026 (REG)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
-----X

ORDER GRANTING DEBTORS' 197TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Preferred Stock)

Upon the 197th omnibus objection, dated January 27, 2011 (the “**197th Omnibus Objection to Claims**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Preferred Stock,¹ and reclassifying those Claims for Preferred Stock as equity interests, all as more fully described in the 197th Omnibus Objection to Claims; and due and proper notice of the 197th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 197th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 197th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 197th Omnibus Objection to Claims.

ORDERED that the relief requested in the 197th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 197th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Preferred Stock that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge